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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

OTR MEDIA GROUP INC.,

Case No. 1-11-47385 (ESS)

Debtor.

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**[PROPOSED] ORDER GRANTING FIRST INTERIM APPLICATION OF
ROTH & COMPANY LLP FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES INCURRED PURSUANT TO
11 U.S.C. §§330 AND 331 AS DEBTORS' SPECIAL COUNSEL**

UPON the first interim application (the "Application") filed on April 19, 2013 by Roth & Company LLP ("Roth"), special accountants for OTR Media Group Inc., the debtor and debtor-in-possession (the "Debtor"), seeking interim allowance of compensation for professional services rendered and the reimbursement of expenses pursuant to sections 328, 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure, as supplemented by the Local Bankruptcy Rules; and it appearing that proper and adequate notice of the Application has been given to all parties in interest and creditors and that no other or further notice is necessary; and good and sufficient cause appearing thereof, it is hereby

ORDERED, that Roth is granted an allowance of interim fees in the amount of \$19,093.80, the sum that is 80% of the total fees sought in the Application, covering the period between May 25, 2012 through March 31, 2012; and it is further

ORDERED, that, the Debtor is hereby authorized and directed to pay Roth the total amount of \$19,093.80 for unpaid fees.